MARVEL

the AMAZING SPIDER-GIRL®

BRAND NEW MAY

TOM DEFALCO • RON FRENZ

the AMAZING SPIDER-GIRL

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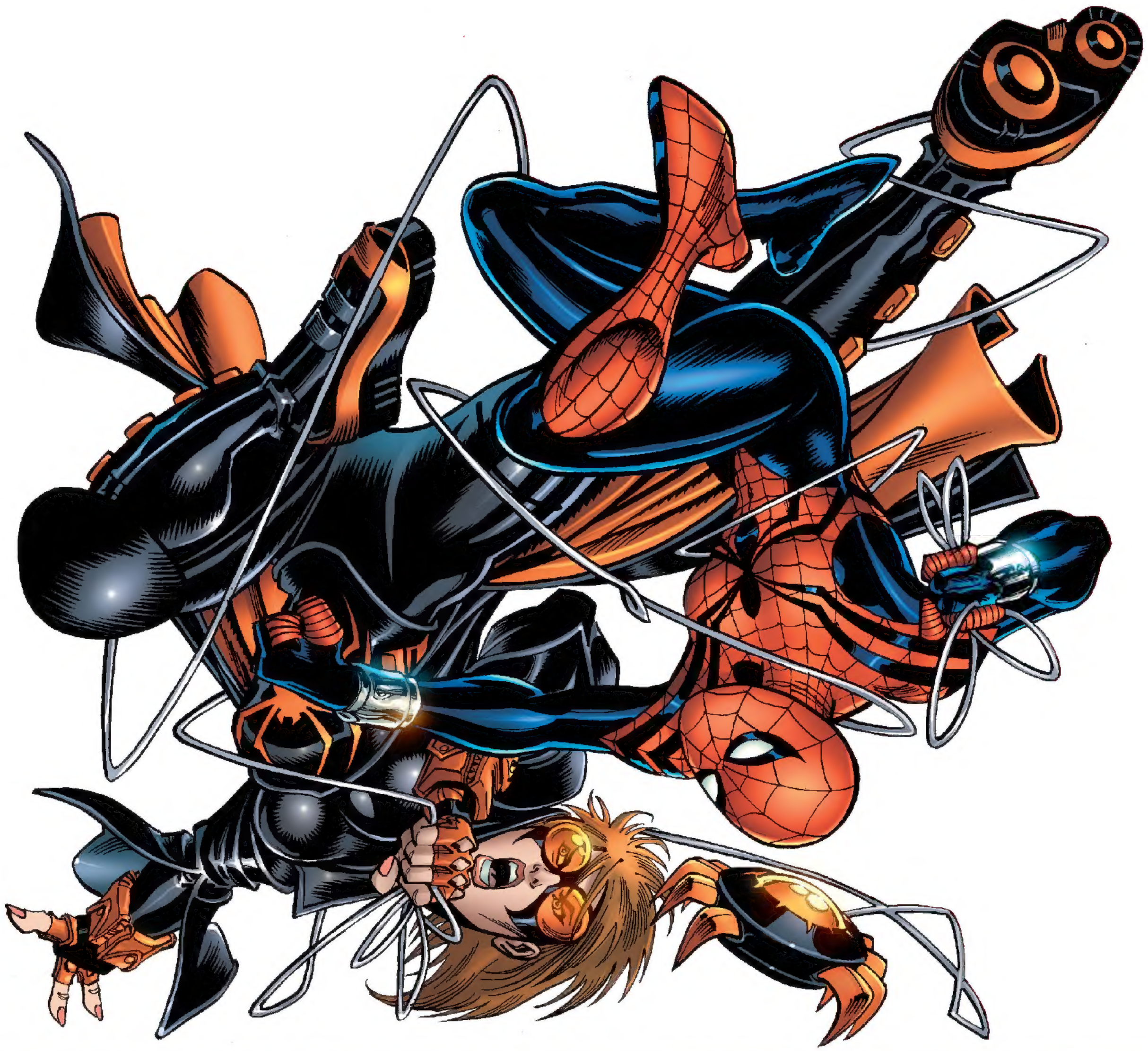

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Skrully Variant

THEIR BLOOD MOUNTS

THERE CAN ONLY BE ONE!

My name is *May "Mayday" Parker* and I am the daughter of *Spider-Man.*

He used to be one of the world's greatest super heroes until a career-ending injury forced him to mothball his webs.

He still fights crime as a forensics investigator for the NYPD...and is a pretty cool dad, overall.

Unfortunately, he's no *Rachael Ray.*

Uhhhh... Dad?

Is your *spider-sense* tingling?

It should be.

Wha--?!?

You set your oven mitt on fire...*again.*

Never mind. I got it. We should start buying these things in bulk.

Why does that keep happening?

You have a lot on your mind.

Like a very important job...

...a young son who's recovering from a major operation...

...a worried wife...

...and a simply wonderful teenage daughter who never gives you an ounce of trouble.

About that, *Ms. Wonderful*...

I assume this is *your* work.

FINAL DAILY BUGLE FINAL

Tuesday, March 28, 1996

NEW YORK'S FINEST DAILY NEWSPAPER

Partly cloudy, very windy. High 25-30

UNDER-WORLD SUMMIT SMASHED!

NGLORDS GO DOWN!

Yeah, I was there...

When I should have been at the *hospital* with Benjy.

I understand, sweetheart.

You wouldn't believe how much I missed over the years.

I wasn't there to hear your first words or see your first steps.

I wish you'd leave the dangerous cases to more experienced crime-fighters.

I heard a man was killed.

His name was Charlie Kurkle.

I just didn't arrive in time...

I guess...

Maybe there wasn't anything *I* could do.

I'm sure *you*--or a dozen *others*--would have found a way to save him.

I'm not going to lecture you, May. I'm just concerned for your safety.

It happens.

Sometimes there's nothing you can do.

I still have so much to learn.

Meanwhile, in a secret temple in lower Manhattan...

What have you learned from our sources in the police department?

Though the newspapers are heralding the raid as a coup, most of the major crime bosses are already free on bail--

--and face minor, *if any,* charges.

The only significant arrest appears to be ***Deadspot,*** an international assassin.

What of the ***Black Tarantula?***

He was never even present.

It also appears that the ***Hobgoblin*** has gone into hiding--

--and his associate, the mutant known as ***Mindworm,*** was found dead a few blocks from the scene.

Thank you, Acolyte.

Looks like your plan to lure the ***Black Tarantula*** into a trap failed, ***Araña.***

I knew you couldn't depend on ***Hobgoblin*** or ***Spider-Girl.***

He's totally unreliable and ***she's*** too green.

I still believe she may eventually prove useful to us, ***Michael.***

Though young and inexperienced, ***Spider-Girl*** shows enormous potential.

She just needs a good ***teacher.***

I *hate* my teacher.

MIDTOWN HIGH SCHOOL

He likes to torture us by springing these surprise quizzes.

This is *soooooooo* unfair.

Although I probably would know this material if I just spent more time studying and less *web-swinging.*

Arrgh!

I hate my teacher.

The bell finally rings and puts me out of my misery--

--until I run into *Davida Kirby.*

I can't believe you're back with *Gene Thompson.*

Why settle for *reruns* when you could break new hearts?

Besides, the guy's so into *himself* there's nothing left for you.

Don't hold back, Davida! Tell me what you *really* think.

There are much better guys for you.

Like *Wes Westin?*

Forget it, D!

I'm not a charity case.

I don't need your castoffs.

C'mon, Mayday! You know I only dated Wes to make you jealous.

Help me out here, Courtney!

Talk some sense into this girl.

Big mistake, Kirby! Nobody believes in true love like our Miss Court.

I'm starting to get the impression you don't like Gene.

Sorry, guys...I wasn't really paying attention.
You okay?
I...I'm just worried about *Moose.*
The sicker his father gets, the more depressed and angry he becomes--
--and he keeps blaming all his problems on *Spider-Girl.*
Chalk up another fine failure!
Moose used to be one of my biggest fans--
--but I couldn't come through for him when he needed me most.
If only I could turn back the clock and--*uh-oh!*
Spider-sense tingling.
For the past few weeks, someone has been stalking me and now I finally know who...
Simone DeSantos!
I see *Gene* gave you his jacket again.
=Hufft=
It looked much better on *me.*
You don't have the *figure* for it.
H-he gave you his letterman's jacket?
Couldn't wait to wrap it around me--
--and that isn't *all* he couldn't wait for.
I'm sure he'll eventually come to his senses.
Keep it clean for me, won't you?
What's the matter, Simone?
I'm sure your daddy can buy you a thousand jackets--
--but even he isn't rich enough to afford this one.

This isn't over, Parker.

What's her deal, May?

Hey, Sara...

I heard you were back in *Midtown.*

Yeah, my mom and I decided I'd rather be mainstreamed than shipped off to one of those freak factories for *gifted* students.

That's what they call mutants like me...*gifted.*

I want to thank you for helping me.

I was kind of messed up when I first discovered my *gift.*

Glad to be of service.

Are you in regular classes?

Not yet.

School wants to make sure I can control my powers before they put me in with the *ungifted* students.

I was hoping you and I could talk...

Get in line, lady!

May promised the afternoon to me.

Nice jacket, gorgeous!

It belongs to my boyfriend.

He's a *lucky* guy.

Devastatingly *handsome,* too.

I wouldn't go *that* far.

And I was hoping you'd go farther.

Dream on!

I'll call you later, Sara.

Sure...

Whatever.

Manhattan...

Everything ready?

Yes, mistress.

The one called *Spider-Girl* is often spotted in *Forest Hills*--

--and usually between the hours of *three* and *ten.*

Sounds like she's a student.

You know what to do.

Hit the rooftops--

--especially around the local high schools.

Is this really necessary?

Even if you establish contact with the girl, there's no reason to assume she'll join us--

--and plenty to assure she won't.

I love that streak of optimism.

It's one of your more endearing qualities.

I'm serious, Araña...

If she ever finds out what we're really planning...

Relax, Michael.

I can handle a teenage girl.

Besides, we can use her.

Like the way the *Spider Society* used you?

Forest Hills...

Move it, ladies!

You're like *zombies* out there!

Look at me-- *attending football practice!*

I told Gene I was willing to make changes--

--and prove my commitment to this relationship.

Go team!

This isn't as boring as I thought.

I can even use the time to catch up on my studies.

Psssst

Lose the book, Parker.

You're being disrespectful to the team.

Seriously?

Yeah, you're supposed to watch your guy--

--and cheer whenever he makes a play.

Seriously?

I didn't realize there were rules.

If the other girls can follow them, so can I.

Oooooookay!

Enough *of that!*

Got to go before I lose my ever-loving mind.

Yo, Parker! I thought that was you in the bleachers.

Thompson mentioned you'd be attending practices now.

Did he?

You know jocks--*it's all about them!*

If you're stuck here, anyway--

--you might as well come out for the ***dance squad.***

Seriously?

We could use you.

You were pretty athletic when you played basketball.

The ***dance squad--?!***

As if I didn't have enough on my plate.

Spider-sense isn't tingling--

--which means it's safe to slip into costume.

I know the cheerleaders work hard, but...

The *dance squad--?!*

Still, it would be a way to support Gene--

--without going completely ***mad.***

The *dance squad--?!*

THWIPP!

Forget it!

No way!

My life is already too complicated.

I need to stretch my limbs and clear my head--

--and come up with a great excuse to explain why I ditched Gene's practice.

I also need to figure out the best way to improve my spider-skills and--*hey!*

Is that clown spying on me?

Whoa!

I'm suddenly getting all *Simone*, thinking the whole world revolves around me.

Guy's probably a bird watcher.

Can't blame him for being distracted by the neighborhood web-swinger.

Still, my spider-sense did flag him and--

A second bird watcher?!?

Different rooftop.

Same M.O.

Coincidence?!

Seven to base.

Subject proceeding west toward Queens Boulevard.

I've lost her.

Should I change my location?

Negative.

Try to reacquire from your present site.

Affirmative.

No sign of subject.

I repeat...

GAAAGHH!

Nice.

You could give a girl a complex with a reaction like that.

How's about you tell me *what* you're doing--

--and to *whom* you're talking?

Or you'll see just how *quickly* this friendly neighborhood web-swinger can turn ***unfriendly.***

Leave him alone!

If you have a problem, it's with *me.*

Fine.

Who are you?

The name's *Araña.*

My turn.

How did you avoid my flying kick?

Clean living.

Spider-like reflexes.

And I'm just *that* good!

Oh, really?!

Maybe you should have quit while you were ahead.

WHOOOF

Although I am curious to see how much punishment you can actually take.

Obviously a lot.

Nice recovery, *hermanita.*

Thank you.

My father once mentioned you.

He was even complimentary.

I assume there's a reason for this attack.

Of course.

Well--?

You going to share or--

I didn't know you could stick to walls.

Anything you can do...

Doubt it.

My dad's the original wall-crawler.

You're just a cheap knockoff.

THWIP!

THWIP!

Look who's talking.

Put a lot of thought into that costume, did you?

Do you really have what it takes--

--or are you just living off your old man's rep?

School's open, *hermanita!*

Let's see what you've got.

Lady, you are at least 28 different kinds of crazy.

I don't do *tests, misunderstanding battles* or *grudge matches.*

School is ***out*** as far as I'm concerned.

See ya!

Sorry, hermanita...

You don't get off that easy.

I utilized considerable resources to track you down.

I ***won't*** leave empty-handed.

Tough!

We all have to learn to live with failure.

The hero biz isn't a game to me.

I won't let you demean it by turning it into some kind of *who's stronger* contest.

Enough with the nonsense.

Gotta lose this psycho.

'Scuse me!

Coming through.

This ought to put some distance between us.

Of course, I now owe the MTA an extra swipe of my MetroCard.

C-can you hold the train?

Not me! That's another girl whose name begins with ***S.***

Araña is just another wannabe web-slinger as far as I'm concerned.

Like everyone who ever called herself *Spider-Woman.*

Why do they do it?

What's the big attraction?

Who really wants to be burdened by so much responsibility?

Lost in my own thoughts, I ignore the puzzled crowds who point at me from the passing platforms.

I sit through a couple of stops--

--until a nagging tingle rivets my attention.

You're not the only one who knows subway routes.

I arrived at the last station in plenty of time to greet you.

You shouldn't have troubled yourself.

I mean, *seriously.*

You're far more arrogant than I anticipated, *hermanita.*

You claim to be a hero.

Yet, you run from me.

Perhaps you're only a costumed bully.

A cowardly poseur devoid of pride and honor--

--who only fights when victory is certain.

I know you're just trying to goad me into fighting back.

Congratulations!

We have a WINNER!

TWOKKKKK!

You old school types are all the same.

You think every problem can be solved with a little *adrenaline* and a lot of *fist.*

You have the nerve to call *me* "old school"?!

Would you prefer "*grandma*"?

Violence is *never* the answer, lady.

We're supposed to *protect* the innocent.

Not just *punish* the guilty.

Sounds like someone's having a *crisis of conscience.*

A...a man recently...*died...* on my watch.

Was he a good man?

No...not really.

That's beside the point.

Either every life *counts--*

--or *none* do.

Some would call that an *admirable* sentiment.

I think it's just *naïve* and *impractical.*

We don't control who *lives* or *dies.*

We don't make the laws or answer to the authorities.

And we certainly can't afford the luxury of *self-pity.*

Our job is *relentless* and *unforgiving.*

It's our responsibility to seek *justice* for the *innocent--*

--and we must constantly redefine those terms on a case-by-case basis.

You should know that by now.

Spider-Man may have been a truly great *hero--*

--but he's a lousy TEACHER!

While you do possess some raw potential--

--you are *undisciplined, unskilled* and *unworthy.*

You need to be completely *retrained*--

--and I cannot justify the time or effort required for such a monumental task.

THWIPP!

You can say whatever you want about *me*--

--but nobody disses my DAD!

If you envied my coat so much--

--you merely had to ask for it.

Enjoy it with my compliments.

I believe in helping the *fashion-impaired.*

I'm glad you find me so amusing.

I doubt you'll feel the same about my ***impact webbing.***

yawn If you're not deliberately trying to *miss* me--

--you *reallllllllllly* need more practice.

Okay, looks like I misjudged your speed and agility--

--but you'd have to be ***Bluestreak*** *fast* to outmaneuver me.

THWAPPP!

Just so we're clear...

I freely admit to my failings.

I depend too much on *instinct* when I should be using *intelligence*--

--and I still have lots to learn.

But I'm no poseur or glory hound.

I do the best I can.

And I take my responsibilities seriously.

Very seriously!

Nice speech.

You're still a rank amateur.

Otherwise, you would have known better than to turn your back on an adversary.

Especially one who can generate an *armored exo-skeleton.*

Where are you going, Spider-Girl?

Class isn't over.

I need to test your ability to withstand *pain.*

I hope it's *considerable.*

Go home, Araña!

Quit while you're ahead.

Don't be that way, *hermanita!*

I still have much to teach you.

Yeah.

Same here.

Wha---?!?

I'm guessing you didn't know I can *magnetize* surfaces.

Oh, well...

KA-TI-WAMMM!

CLASS DISMISSED!

Oh, and by the way...

I'm not your little sister.

THWIPP!

THWIPP!

That went well.

Actually... it did.

I planted my seeds.

You need to have faith, Michael.

She will eventually prove quite useful to us.

Do you remember how long it takes this webbing to dissolve?

It was an hour or two back in the day.

Fine.

Make yourself useful--

--and scratch my nose.

RINNGGGG!

MIDTOWN DEPARTM OF POLI

Hey, May.

This is unexpected.

Everything okay with Ben and your mom?

I assume they're fine.

I'm calling about *me*.

You were right earlier.

I'm not ready for the dangerous cases.

I need help, Dad.

I want you to resume training me.

If I'm really going to be a first class *web-swinger*, I should learn from the *best*.

Seriously--?

Seriously!

You're on the 4/12 shift this week.

We can begin early tomorrow morning.

It's a date, kiddo.

I...*uhhh*... hit the library to finish my homework.

That way we can spend even more quality time at the coffee shop tonight.

I... guess that's okay.

Between my responsibilities to my family--

--my wall-crawling--

--and my education--

--there's got to be a way to find time for you!

Where've you been, May?

You promised to watch me practice.

But I expect you to be here tomorrow.

Oh, I will...

This girl knows her priorities.

I mean seriously.

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THIS ONE HAS IT ALL!

TEEN-AGE ROMANCE

TALES OF SUSPENSE

AMAZING FANTASY

APRIL - 2004

A BRAND NEW MAY!

My name is *May "Mayday" Parker* and I am the daughter of *Spider-Man.*

My dad was one of the preeminent super heroes of his day--

--until a crippling injury ended his wall-crawling career!

It's now my job to carry on his career--

--and I get to learn from the greatest web-head of all!

Easy, May.

Not too much.

You need to follow the formula exactly.

I never realized how much time and effort went into making *web-fluid.*

Too bad our spider-powers didn't include *organic webbing.*

Gross!

The very thought is disgusting.

That's enough for this morning.

This batch has to cool, and you need to get ready for school.

You still working the *four* to *twelve shift* at the police lab?

Yeah, *right!*

You enjoy these bonding sessions as much as I do.

No matter how early we have to get up.

Easy for you to say.

Your peer group doesn't start *IMing* when you show up with bags under your eyes.

Did you ever get around to telling mom that *Benjy* seems to have spider-powers, too?

Uhhh...

No.

Not quite yet.

I don't think families should keep secrets from each other--

--but she already has enough on her mind.

Things have been a little crazy around here.

No, I'm on *twelve* to *eights* this week.

We'll have to post-pone our morning get-togethers until I'm back on *eight* to *fours*.

Oh, goody! I get to sleep in.

Tell me about it...

I'm ready for school in mere moments--

--if you don't count a fifteen-minute shower and another twenty minutes equivocating over the right outfit.

How's my big boy this morning?

He couldn't be better, hotshot.

Dr. Kaplan says your little brother has the constitution of a bulldog and is healing at a phenomenal rate.

That reminds me, Peter...

Did you ever thank ***Normie Osborn*** for getting us together with Kaplan?

Uhhh...no... but I'll call him this afternoon, Mary Jane.

Promise?

Promise.

What about you, May?

Planning anything special after school?

Just the usual.

I'll sit in the bleachers while Gene's at football practice--

--and then off to ***Café Indigo*** for coffee with the gang.

S'funny, since I'm at practice every day, anyway...

...one of the cheerleaders suggested I try out for the dance squad--

--and I'm actually considering it.

What?

What'd I say?

Are you INSANE?

MIDTOWN HIGH SCHOOL

The cheerleading squad?!

I mean, seriously?

If you're in a joining mood, think basket-ball team.

What's with you all of a sudden?

First you go back to jocks'r'us and now this--!

Don't beat around the bush, Davida!

Tell me how you *really* feel about my boy-friend.

C'mon, Davida-- ease up!

There are plenty of reasons why May's dating *Gene Thompson.*

Really? I'd so love to hear them...

Welllll...

I got nothing.

Case closed, May.

I win.

You're beaten if even our resident *Queen of Romance* can't support you.

I...I'm sorry, May.
I really let you down.
I should have said *something*.
Every-thing's cool, Courtney.
Davida's never made a secret about her feelings for Gene--
--and she's right about one thing.
I am different.
I decided to make some serious changes in my life.
Hopefully, for the better.
How about you?
Have you adjusted to having ***Moose*** back at Midtown High?
Yeah, that part's really great...
Unfortunately, his dad's health is continuing to deteriorate--
--and Moose still blames ***Spider-Girl*** for everything that's gone wrong.
I just hope he doesn't do something really ***stupid.***
Got a moment, Madame President?
Only just.
I'm on my way to math class.
What can I do for you guys?
We want to propose a new club for school sponsorship--
--and we're hoping we can depend on your support when it comes before the student council.
Sure, stop by my locker later and I'll give you the necessary forms.
Is it related to a school subject or a hobby?
No, we're more like a political action group.
Our parent organization calls itself ***Humanity First.***

Humanity First--?!

I must remind you that my conversations with the students are supposed to be confidential, Mr. Slattery--

--but no one has ever mentioned it to me.

I suppose I should be relieved, Mrs. Parker.

Why? What's the problem?

According to the information I received, it's a hate group that targets young mutants.

The district supervisor has been warning all the schools.

Especially those that are known to have mutants in their student bodies.

My god!

This group seems to appeal to the angry and disenfranchised.

The kind of student I usually send to you for counseling.

I know I'm putting you in an awkward position--

--but I need to know if anyone in my school is involved in this madness.

I...

I understand, sir.

That's the mutie.

The short brunette.

Sara Hingle--?!

You know her?

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Yeah, we used to be in a few classes together.

You sure about this, Brad?

Absolutely!

You should have seen the damage she caused awhile back.*

*In *ASG #8* to be exact--Molly.

A few hours later...

How's it going, May?

Not bad, Sara.

How's by you?

Okay, I guess.

I was wondering if you're free for lunch today.

Maybe we could discuss our...*uhhh*... gifts.

Great! She still thinks I'm a mutant and wants to compare notes.

Sorry, got a date with the boyfriend.

No problem.

I...I'll catch you later.

S'funny, never really thought about my status.

Since I inherited my powers, could I really be considered a mutant?

What about Benjy?

Who cares, anyway?

You got a minute, Hingle?

Uhhh...

I know you.

You're *Mansfield--* *the guy everyone calls Moose!*

Yeah, that's me.

I wanted to get your opinion about someone.

Spider-Girl.

You think she's just a *threat--*

--or a real *menace?*

Who?

With school, the extra spider-lessons and my usual web-swinging, I barely have time for *sleep*--

--much less a social life--

--but I really like Gene Thompson.

Hope I didn't keep you waiting.

Nah, just got here myself...

I had to pick up a little something on the way.

How ***sweet*** are you--!

It's the least I could do for my favorite girl.

Especially since you're going to become a *cheer-leader*--

--just so we can spend even *more* time together.

Whoa! Let's not get ahead of ourselves.

C'mon, it'll be great!

The other guys'll be so jealous.

What's the big deal?

It's only a few extra hours each day.

ARRRGH!

Elsewhere, at that very moment...

It's good to hear from you, Uncle Pete.

I've been meaning to call you ever since I returned from Europe.

I stumbled upon something unexpected during my travels.

It has to do with my grand-father.

It can't be that important. ***Norman Osborn*** died years ago.

What is it, Normie?

It isn't the kind of thing we can discuss over the phone. Can you drop by my office later?

I suppose so...

And, Uncle Pete...please don't mention this conversation to anyone else.

Let's just keep it between ***us*** for now.

KEEP OUT

We are forced to meet in *secret*--

CLOSED

--because our government, our schools and our churches have all betrayed us.

Instead of protecting us, they have welcomed our destroyers.

Instead of safeguarding our future, they have aided our enemies.

They are allowing the *mutants* to walk among us.

This is our world and we will fight to keep it because--

--*humanity must always come FIRST!*

We are the first line of mankind's defense.

If you see a mutant, *stop* a mutant.

There's one in our school, Dr. Manning.

Where is that?

Midtown High.

Her name's *Sara Hingle.*

She almost killed a bunch of kids a few weeks ago, and the school didn't even expel her.

Tell me more...

Miss Parker--?

MIDTOWN HIGH SCHOOL

Can I have a word?

No need to be so formal, mom.

I know you want to keep a professional distance, but *seriously--!*

I mean, like, everyone knows we're related.

Okay, okay, I just didn't want to embarrass you in front of your friends.

Are you *touching* me?

Teachers-- and I believe the rule also applies to guidance counselors-- are *forbidden* to touch students.

Hardy-har, Miss Smarty-pants.

I need a favor.

Anything for you, *Ms. Parker.*

Phil Urich asked your father to consult on a case this afternoon, but I'm stuck here for the next few hours.

Any chance you can head home after your last class to baby-sit Benjamin?

No prob. I'm already done for the day.

I hate to disappoint Gene, but I'd much rather hang with Benjy than be bored in the bleachers.

There's one more thing...

Have you ever heard of a group called *Humanity First?*

A mutant hate group?

As if I didn't have enough on my plate.

I know this sort of thing was common when Dad was web-slinging, but *today--?!*

I wonder if that's why Sara's been so anxious to get together.

I should give her a call as soon as I reach--*uh-oh!*

Spider-sense tingling.

Something's behind me.

Well, well, looks like my not-so-friendly neighborhood *stalker* is back.

Odd! I was so sure it would be *Simone DeSantos--*

--but she wouldn't be caught dead in an outfit like that.

Whoever it is, this madness has gone on long enough.

It's time to end it.

I'll just slip into this alley and head roofward.

DO NOT PARK

Two can play at this game.

The *stalker* is now the *stalked.*

From this angle, I can't tell if it's a girl or a guy--

--and I'm not even sure this person intends to harm me.

The tingle felt more like a *heads-up* than an actual *warning.*

Still, it never hurts to be prepared.

I'll just see where she or he is headed and--*whoa!*

Got her!

Little freak strutting around like she owns the neighborhood.

HEYYY!

Shut up!

This'll keep you quiet, *freak-o!*

We'll set you straight--

--and send a message to all the brazen muties.

Humanity comes FIRST!

THWIPPP!

Wha--?!

Sh-she can *fly.*

Not *quite,* Brain Boy.

Of course, I didn't really expect to find any *National Merit Award Winners* shaving heads and branding innocent mutants.

Ohmigosh-- it's *Sara!*

She's the one who's been stalking me.

Why?!?

They really zonked her. I wonder if she needs a hospital or--

What's wrong with you, Spider-Girl?

You're supposed to protect the *neighborhood--* not the *freaks!*

How'd you get your powers, anyway?

Are you one of THEM?

I....I don't believe this garbage.

Hey--!

Where'd the *wind* suddenly come from?

It's the *mutie!*

It's gotta be.

Sh-she's gonna KILL us all!

Sara's still *out.*

If *she* isn't causing this windstorm--

Such nasty boys.

Your behavior is disgrace-ful--

--and deserves the severest DISCIPLINE.

In other words--

--you guys are TOAST.

You think a couple of *mutie-freaks* scare us?

We're the first line of humanity's defense.

Then I'm suddenly feeling bad for mankind.

I suppose this is what passes for strategy in your little monkey brain.

Lesson one: my fists aren't the only things I can expand.

Lesson two: you're the freaks as far as we're concerned.

Lesson three: I'm *Impact*--

--and my bud's called *Pirouette.*

Watch it, lady!

You could have accidentally killed this man.

Not my problem--

--or worth my tears.

There's no need to be so vicious.

You can give these idiots a major smackdown without resorting to lethal force.

So how's about showing a little--

--restraint?

FWOOOSH!

Ladies, *please*--!

Please don't *do* this to me.

Don't force me to protect these *slime-balls!*

THWIP!

THWIP!

There's a *war* coming, Spider-Girl-- *for the survival of a species!*

Whose SIDE are you on?

Sixteen to base.

What is your status, sixteen?

I'm on rooftop patrol in the Midtown section of Forest Hills--

--observing subject: *Spider-Girl* in battle scenario.

She faces multiple **norms** and two **augments.**

Excellent.

Continue observation and report on final result.

I want to know how just how well *Spider-Girl* handles herself.

Understood.

Check out the newbie, Pirouette!

I didn't hear the *magic* word.

Get going!

MOVE!

I got a back to BREAK.

Very well.

No need to shout.

P-please don't hurt me.

Not so brave now that you're on the receiving end.

I hope you remember this feeling the next time you and your friends get together.

KWA-SHAKK!

You're really staring to cheese me off, webs.

You're supposed to be one of the *good* guys--

--someone who protects the *innocent* from the ***monsters!***

That's me, all right.

We just don't share the same definition of *monster.*

Wha-- those men *attacked* me!

W-why is Spider-Girl defending them?

isn't it obvious?

Humans *always* side with their own kind.

That's why mutants must stick together.

Have no fear, Sara.

Impact and I will protect you.

Y-you will?!

Of course.

Join us and your safety is assured...

No!

DON'T!

Sara, *wait!*

WAIT!

It's no use.

I don't trust *Pirouette,* and *Impact's* a time bomb.

Their arrival was too well-timed to be a coincidence.

Did they know about the attack in advance--

--just like they knew Sara's name?

Uhhh... Spider-Girl?

She can't hear me in that wind funnel.

Sara could be in serious danger.

Thanks for saving me.

I...I'm real *sorry* about hassling you earlier.

The guys and I thought you'd take the mutie's side instead of putting humanity first.

You should come to one of our meetings.

Dr. Eve Manning is our leader and she's very inspiring.

Do me a favor, fella...

ZIP IT!

THWIPP!

Mankind has reached an evolutionary dead end.

Their time is over.

The future belongs to us, Sara.

B-but...

Save your questions, kid.

We ain't got time to answer them.

Others require our aid.

We will contact you and explain every-thing...

Great--

--and thanks for *saving* me!

You are most welcome, Sara.

Wow.

Wow.

I'm glad I followed them.

I feel better knowing Sara's safe at home.

I could pursue Impact and Pirouette--

--but I was due home a half hour ago.

Impact and Pirouette talk as if they're part of a larger movement.

I wonder who's in charge.

Could it be *Araña?*

Something tells me my life is about to get even more *complicated.*

I can't worry about that now. I have to spell Dad--

--so he can run his errands.

Thanks for coming, Uncle Pete.

Especially since it's so last-minute...

OSBORN CHEMICAL CORP.

I hope it won't take long, Normie.

I'm needed at the police lab to consult on a case.

I know your work is important, but I didn't bring you here on a whim.

What's the big mystery, anyway?

Why couldn't we just discuss it over the phone?

You'll understand as soon as you *see* it.

Walk with me...

As you're aware, I spent the last several months in Europe--

--ostensibly on my honeymoon.

In reality, I was also taking care of some old family business.

Things I should have done years ago.

I visited a number of properties that I had inherited from my grandfather.

Knowing how old *Norman* used to think, I searched each one for hidden rooms and passages before putting it up for sale.

I found one of his hidden laboratories, Uncle Pete--

--and it contained something that truly *terrified* me.

My efforts were eventually rewarded.

I immediately made arrangements to secretly smuggle it home.

It's taken all this time, but it's finally here...

W-what is it?

You tell me.

My god--!

According to my grandfather's diaries--

Sh-she looks exactly like my *May*.

--she is the real MAY PARKER!

The girl you raised--

--the one you *think* is your daughter--

--is actually the *impostor!*

#21

WHO'S THAT GIRL?

PEREZ - BUSCEMA

Who's That Girl?

I don't understand you, May.

You say you want to be with me, but you keep ditching football practice.

You realize how humiliating that is?

I'm practically the only guy on the team whose girlfriend isn't in the bleachers.

I just couldn't be there today, Gene. I had to babysit my little brother.

You can't let your parents take advantage of you. The baby's their problem.

You have your own responsibilities.

You made a commitment to me. I'm counting on you to live up to it.

ZEEEEEEE

Sigh I wish I could be completely honest with you, Gene.

I want to explain about my other *life*, my other *responsibilities*.

I can't.

Not yet.

Not until I'm absolutely certain about our relationship.

That's when I'll finally be able to share all my secrets.

I need to know I can trust you because my name is *May "Mayday" Parker*--

--and I am the daughter of *Spider-Man*.

Is that your cell phone ringing?

Tell whoever it is that this is *my* time...and ***hang up.***

It's just my uncle.

I won't be long. I'm sure he only wants to say hello.

Why don't you go inside and get us a table? I'll be right there.

Hey, Uncle Phil!

How's my favorite girl?

Your dad mentioned he's back to training you.

Congratulations!

You're learning the ***hero biz*** from the best.

MIDTOWN SOUTH PRECINCT

Yeah, it's really cool to spend so much time with him.

You want anything special? I'm with my boyfriend and...

Say no more! I'm not that *old.*

Your dad's shift doesn't officially start for a couple of hours--

--but he said he'd come in early to help me on a case.

He isn't answering his cell, so I called the house. Your mom told me you saw him last.

You got any idea when I can expect him?

I...I'm surprised he isn't there by now.

Although he did say he had to make a quick stop on his way to the station.

Did he happen to mention...

"...where he was going?"

I found her in one of my grandfather's hidden laboratories.

According to his journals, this stasis chamber was designed to wake her on her twenty-first birthday--

--and she is the real MAY PARKER.

It's a *lie.*

What's your *game,* Normie?

I knew it was only a matter of time before you reverted to *type*--

--and became a real OSBORN!

This kind of *madness* almost destroyed my family years ago.

I won't let it happen again.

I won't let you hurt my daughter.

What is that THING?

B-but I'd never *harm* May.

I...I *love* her, too.

P-please believe me, Uncle Pete.

Tell me the TRUTH!

TELL ME!

I...

I don't *know,* Uncle Pete.

You know I love her.

I...

I'm sorry, Normie.

I don't know what came over me.

Forget it, Uncle Pete.

I-it's totally understandable--

--given your history with my family.

Norman Osborn must have been even *crazier* than I thought--

--if this is his final *revenge.*

He referred to it as *Project: Changeling.*

I *googled* the term.

According to folklore, a changeling is a human child that has been replaced by an exact duplicate that's a fairy, a troll...or a *goblin.*

How do we find out?

The answer may lie in my grandfather's journals.

You're a scientist, Uncle Pete. Maybe you can run some genetic tests that can determine if this person is your biological daughter or some kind of--

Please!

Don't even say the word!

I...I can only imagine what you're feeling, Uncle Pete.

Trust me.

You *can't.*

JOURNAL

JOURNAL

Like I'm really going to trust anything *he* wrote.

Unfortunately, we don't know if this... *thing*...is the *duplicate*... or the real *May.*

Now that I think about it, there's a chance I may know *someone* who can tell us the *truth.*

ARRRGH!

My *sleaze-sense* is tingling.

CAFÉ INDIGO

Simone DeSantos is making another play for Gene.

As much as I'd love to scratch her eyes out--

--I'll never give her the satisfaction of seeing me sweat.

Thanks for entertaining *my* boyfriend while I was on the phone.

It was my *pleasure*, Parker.

Gene just told me you're going out for the cheerleading squad.

All those practices and games!

I sincerely hope you can handle such a commitment.

It would be a real shame if you had to drop another school activity...

Like you quit the basketball team and the school elections.

Those were *special* circumstances, Simone.

I believe you, sweetie....and so does *everyone* else.

I'm no *quitter.*

Of course you aren't.

And you'll prove it by being the greatest cheer-leader of all.

Oops!

What have I done?

I don't want to be a cheerleader!

I spend the rest of the night wondering how I got myself into this mess--

--and wake up the next morning without any answers.

What's happening to me?

Why am I letting myself be manipulated like this?

When I'm not fending off Simone--

--I'm defending my actions to Gene.

Of course, it isn't all his fault.

I'm the one who jumped back into this relationship and promised to make it work.

Was that a mistake?

Morning, Mom.

Benjy-boy.

Where's Dad this morning?

He worked from midnight to eight and dragged in a few minutes ago.

Poor dear's exhausted and went straight to bed.

I assume Uncle Phil got hold of him last night.

Anyway, please tell him--

--I'm sorry I missed him.

We have a problem, Mayday...

MIDTOWN HIGH SCHOOL

Remember I mentioned those kids who want to start a chapter of *Humanity First?*

I looked the organization up on the internet.

It's a thinly-veiled ***hate group*** that's directed against mutants.

I've got to find those guys and give them a piece of my mind.

Ain't no way the student council's approving them.

You want backup, Davida?

Not necessary! This is the part of my job I *love*.

Uh-oh!

Speaking of *mutants...*

Hey, Sara!

Was it my imagination or did I see you following me the other day?

Uhhh...

I admit I've been hanging around a bit.

That's only because I thought we were friends.

Since we're both *special.*

We *are* friends, Sara.

Really?

I've never seen you ignore ***Davida Kirby*** or ***Courtney Duran*** the way you do me.

Don't worry, Parker! You're *off* the hook.

I've made *new* friends.

People who really understand what it means to be ***special.***

C'mon, Sara!
Don't be like that!
I'm still your friend.
Don't patronize me!
I turned to you because I thought you knew what I was going through.
I needed help, but you blew me off.
I'm not a charity case, Parker.
I'm tired of apologizing for *who* and *what* I am.
I'm a MUTANT and PROUD of it!
You can't just squeeze me in whenever it's convenient.
I finally know who my real friends are.
What have I done?
Sara needed help--
--and I *failed* her.

Welcome to *Ryker's Island*, my dear.

I apologize for my appearance.

My regular stylist simply refuses to leave her Paris salon to make house calls.

NYPC

Probably just as well.

I doubt the warden would allow her to visit, anyway.

It's so lovely to see you, Norman.

Knock it off, Élan.

You tried to kill me the last time we met.

A simple lovers' tiff, my sweet.

Nothing personal.

How can I make it up to you?

As *Fury, the Goblin Queen*, you were a high-ranking member of my grandfather's *Goblin Cult*.

What can you tell me about *Project: Changeling*?

Nothing.

Absolutely *nothing*.

Are you SERIOUS?

I thought you guys were proposing a legitimate club.

What made you think the student council would sponsor a *hate group*?

We thought you'd be sympathetic.

We heard you had no use for freaks either.

You heard WRONG!

Hey, Marty!

Jay!

What was *that* all about?

You still friends with *Kirby*, Miller?

I guess.

Then you'd better tell her to get her head *straight* and figure out where her real *loyalties* lie--

--before she gets *hurt.*

I hear you made a decision, May.

Gene Thompson's telling everyone you're coming out for the squad.

I assume we'll see you on the practice field later.

Maybe, Dorothy.

I...*uhhh*...have to take care of a few things first.

Hoo-boy! How do I get out of this gracefully--

--without embarrassing Gene--

--or looking like a fool?

Sigh

Maybe I should just go along with it.

I suppose I could spend less time web-swinging or--

Hey, Parker!

I've been meaning to ask about your little brother. How's he doing?

He's just fine, Wes.

Thanks for coming by the hospital the other day. I really appreciated the support.

Hey, friends watch out for friends.

It's kind of why you have them.

Yeah.

Yeah.

Thank you, Wes.

You've put everything into perspective.

I *have*?!

Cool!

Sara was right.

I have been a lousy friend.

It's time I started watching out for her.

There she is--!

I knew my *spider-sense* would zero in on her.

Uh-oh! Looks like I'm not the only one trailing her.

It's *Moose Mansfield.*

Terrific!

I'll bet he's trying to enlist Sara in his anti-Spider-Girl crusade.

That won't be too hard.

Sara saw me defend her attackers yesterday--

--and assumed I was on *their* side.

But I was only trying to prevent ***Pirouette*** and ***Impact*** from accidentally killing them.

Where's she going now?

Whoa!

Spider-sense going ballistic.

Feels like my brain's on fire.

Sara was *followed.*

I sense *two spies.*

A-are you sure? I didn't see anyone.

You don't know about *Headcase,* kid.

She ain't ever wrong.

Don't feel bad, Sara! You're new at this.

I'll bet you never even realized how much humans fear and hate mutants like us.

I'll protect Headcase. We can't allow her to fall into enemy hands.

Pirouette will watch over you, Sara.

No, Impact. I got us into this mess. I'll handle the spies.

Way to represent, Sara.

Here! We brought you a little present from our leader.

A costume?

She thought it would come in handy and based it on your suggestions.

When am I going to finally meet her?

Soon! Very soon.

Now make us *proud...*

Whew!

Finally settling down.

Wonder what hit me.

Oh, no! Moose is approaching the building Sara entered.

I'd better-- *hey!*

I recognize this feeling.

Moose, LOOK OUT!

KA-TWOOK

THAK!

:ARRK!:

My warning came too late.

I *failed.*

AGAIN!

Sara--!

Did you cause this?

I should have known it was you spying on me, *Spider-Girl.*

You and your anti-mutant friends.

You can't threaten me.

I'm not as *helpless* as you think.

I possess real *power.*

The power of NUCLEUS!

Sara, *please--!*

There's no need for us to fight.

Moose is injured and may need medical-- *ARRRGH!*

KRAAAK!

How does it feel to be on the receiving end?

On the whole, I'd rather be in *Pittsburgh.*

Listen to me, Sara...there's no reason for us to fight.

I'm not your enemy.

I saw you helping *Humanity First.*

I hate those bigots as much as you do.

But I just couldn't stand by while *Impact* and *Pirouette* slaughtered them.

That's where we *disagree.*

Look, I'm not even interested in you right now.

I just want to check on *Mansfield.*

He could have a *concussion* or *internal injuries.*

I've got to make sure he's okay.

LIAR!

I happen to know *he hates your guts--*

--and I'm sure the feeling's *mutual!*

You just want to *strike* when he can't defend himself!

SO BACK OFF!

You *sure* about this, Uncle Pete?

Not at all, Normie.

I'm completely in the dark.

I just know that I've got to find out exactly *who* or *what* we're dealing with.

I came here as soon as *Mary Jane* got home from school.

Figured I could get a sample of the liquid in the stasis chamber and run a few tests on it at the police lab.

There's a chance this substance may give us a clue to--

NO! NO!

It's reacting to the air.

Normie, get BACK before--

WHOOM!

UNCLE PETE--!

Owww!

What the heck hit-- ohmigosh!

Spider-Girl's attacking Sara--!

Splatter her, Sara!

Teach her a lesson she'll never forget.

Show her what it means to suffer!

With pleasure, Mansfield!

It's so great to finally cut loose.

To feel the power flowing through me.

Wonderful!

Moose hates me--

--and Sara's on a power trip.

This is me--spreading peace and harmony throughout the world!

Got to put an end to this madness before Sara levels the entire block.

She needs to be shut down.

How do I do that without hurting her?

Hmmm! I'm wondering if she really has the stomach for battle.

Only one way to find out--!

I've got to trust my spider-sense to navigate through her energy bands so that I can get close enough to--

Got her!

You're about to go on the wildest, most gut-wrenching *ride* of your life--!

Hang on to your panties, little girl!

YIIIII!

I...

I CAN'T...

=GLIKK=

THWIPPP!

=ulp=

=blurg=

Way to go, "hero"!

You beat up another "bad guy."

Hooray for you!

=ullllp=

Hope you're proud.

She'll think of you every time she pukes.

You're nothing but a costumed *bully.*

He's right.

I could have prevented this.

I wasn't there for Sara when she needed me.

I failed her.

If this is me watching out for my friends--

--what kind of MONSTER am I?

#22

FEATURING THE RETURN OF...

FURY, THE GOBLIN QUEEN!

AND THE TELEKINETIC...

PUSH

For a girl who doesn't really believe in violence, I seem to run into *waaaaay* too many fights.

You can't escape me, Spider-Girl.

Not when I can fly after you.

Fly?! As *IF!* You're just *floating...*

She may call herself *Push,* but I know her better as my former classmate *Nancy Lu.*

Okay, maybe I did exaggerate a little.

But I can still slow you down--!

KRRRRK!

Gotta give the girl props.

Her telekinetic powers have increased significantly since she began studying with the *X-People.*

That's why I called her to discuss *Sara Hingle.*

My name is *May "Mayday" Parker.* I am the daughter of *Spider-Man* and I really need help with another young mutant who seems to be at a...

DEADLY CROSSROAD!

Impressive, Push.

Very impressive.

But *yawn* what else you got?

SHRIKT!

KRAKT!

SHIKRAFT!

I was hoping you'd ask.

Let's see how many missiles you can dodge--!

With my speed and reflexes, I'm guessing--

--all.

I can even *top* your little stunt--

THWIPP!

THWIPP!

--by *returning* a couple!

Wha--?!

Oh, no! I caught her completely by surprise--

--she's got no time to react!

=whew=

That was a little too close for comfort, Spider-Girl.

How's about we end this practice session before someone accidentally gets--

--hurt?!

KRASSH!

Keep back, Spidey!

I made this mess.

You sure you got it?

I...

...I really *hope* so.

ARRRGHH!

Head pounding...

...c-can't concentrate.

Move it, girl!

This is a *No Standing* zone.

T-thanks for the assist.

M-my training has hit a bit of a wall. I can't seem to handle anything over a few hundred pounds.

Not that it really matters.

I still plan to enter a pre-med program when I graduate high school.

Good for you, Nancy.

You don't give up on your dreams just because you have super-powers.

Good line.

I should use it tomorrow when I meet your friend *Sara* and her mother.

I've got to get going now. I have a date tonight.

Ohmigosh! So do I! I was supposed to meet *Gene* nearly an hour ago.

I don't need a crystal ball to know--

--I'm headed for *big trouble!*

You will never escape me, Parker.

Do you hear, Peter?

Pete--?

Uncle Pete?

Can you hear me?

Uhhhh... yeah.

Man! You really gave me a scare!

When that chemical beaker exploded in your face, my first instinct was to call the paramedics and--

NO!

Please, Normie-- *tell me you didn't!*

I didn't.

Good!

We can't let anyone else learn about this... this *thing*.

She must remain our secret until we know exactly *who* or *what* she really is.

That creature-- it's almost like she deliberately attacked me when I tried to analyze the fluid that's keeping her in stasis.

That's impossible, Uncle Pete.

She's unconscious.

According to my grandfather's journals, she's been in a state of suspended animation for the last sixteen years.

There's no way--

"--she poses any kind of *threat.*"

No argument there.

I just got married, remember?

I don't need to remind my new wife--and the entire world--that my grandfather was the original *Green Goblin.*

After saying goodbye to Nancy, I web my way back to *Midtown High* where I stashed my civvies.

Gene's going to be furious.

Can't really blame him, either.

I keep promising to be the perfect girlfriend--

--but I always ditch him in the end.

I hit the girl's locker room for a quick shower and then race to *Café Indigo*.

I immediately spot *Nancy* and *Jack Jameson*.

Seems *floating* has its advantages.

Now where is--

Simone--!

Gene is with *Simone*, again!

Why does it always have to be *Simone*?!

I absolutely refuse to play this game anymore. I'll just--

Whoa!

Parker--?!

Why the big hurry?

Wes, I... I need to *go.*

Uhhhh... sure!

Y-you seem upset.

Is there anything I can do to help?

N-no, Wes. I'm fine. *Seriously.* Just get out of my way and let me go.

You sure?

You don't seem fine.

Wes, *please--!* I need you to get out of my way and--

Oh, no!

Spider-sense tingling--!

What's the *big idea,* Westin?

Why are YOUR arms around MY girl?

Uhhh...

SHUT UP--

--and take your PUNISHMENT like a man!

NO!

He wasn't doing anything wrong, Gene.

You're just overreacting.

Y-you're taking *his* side--?!

You'd better listen, Thompson!

Yeah, you don't want to get on her bad side.

We should have *her* on the football team.

W-what have I done?

Ryker's Island Prison...

I have news, *Rene*...

...my dear, sweet *Normie* dropped in for a surprise visit.

It seems he stumbled upon a family heirloom while visiting his grandfather's estates in Europe.

HELP ME!

TOY'S MANNY

<3

YOU

EXIT

Stumbled, *Élan?*

He was practically dragged to that so-called secret laboratory by the nose.

His *heirloom* has never left our watchful eyes.

Our people even owned the shipping firm he surreptitiously hired to smuggle it into the United States.

Why didn't you tell me that Project: Changeling had begun?

I didn't want to get your hopes up.

I can only assume how anxious you are to rejoin us.

You have no idea.

NFO

I call Gene a thousand times that night.

It's no big surprise when he doesn't answer...

...if I ever get my hands on the clown who invented *Caller ID*...

I leave an embarrassing set of apologies and get up early the next morning--

--fully prepared to grovel my way back into his good graces.

You ready to leave for school?

Yeah, I got some things to do...

I'll see you later this afternoon.

I still have to feed Ben and wait for your father to get home from work.

How much longer is he going to be on the 12 to 8 shift?

Why?

What difference does it make to you?

Hey, Dad! I was just--

W-what happened to your face?

Lab accident.

My fault.

I let my guard down.

But that will *never* happen again.

What crawled up his nose?

It's not like I've done anything wrong.

Have I?

What's with Dad all of a sudden?

MIDTOWN HIGH SCHOOL

MIDTOWN S

It's like he can't stand to be around me, anymore.

I seem to be having that effect--

--on a lot of people.

Oooo!

Gotta book, Thompson.

Yeah, we don't want to upset your girlfriend.

Has it been like that all morning?

Worse.

I've become everyone's favorite punch-line.

What were you thinking, May?

You are so lucky that I was only going to give Westin a love tap or I might have accidentally broken your hand.

Look, I put up with broken promises and missed dates.

I've even accepted the fact that all your friends hate me.

I've *given* and *given*, just trying to be a good boyfriend.

You're the one who asked to get back together.

You said you wanted to be with me.

I just don't know if I can trust you anymore...

A *lab accident--?!*

Yeah. What's so strange about that?

Nothing. Sounds perfectly reasonable--

--unless you have a ***spider-sense*** that warns you of danger--

--and ***reflexes*** fast enough to avoid it.

What can I say?

Even a former *Spider-Man* can have an off-day.

I guess. Peter, is there *anything* I should know?

You should know *everything*, Mary Jane.

Absolutely ***everything.***

Trust me...

...I would hate to try to keep a secret from you.

Okay. I'll take your word for it.

You're making a *big mistake...*

MIDTOWN HIGH SCHOOL

Humanity First just wants to protect us from mutants, Kirby.

The students have a right to know what's really going on out there in the real world.

Listen to me, Marty Levitz--*it's a hate group!*

The *Midtown High Student Council* will not allow you to form a chapter here.

What about our right to *free speech?*

Talk all you want, Jay... but no *hate groups.*

This isn't over, Kirby.

We're going to tell *Dr. Eve Manning* all about you.

Don't forget to mention that I like long walks on the beach.

Jerks!

Hey, I heard all about your big *fight* at *Indigo.*

Congrats!

That two-timing skunk deserves the humiliation.

S'funny, *Gene* hits on *Simone* and I feel like the bad guy.

What's with *Marty* and *Jay?*

They're just a couple of anti-mutant bigots-- *all bark and no bite!*

Let's hope.

That reminds me. It's around time for Nancy's meeting with--

--Sara and Mrs. Hingle.

We appreciate you coming--

--but my daughter doesn't want to attend any school for *gifted* students.

She's very happy at *Midtown High.*

As a former student at *Midtown,* I understand why.

We have programs for students who prefer to be mainstreamed.

The tutors will come right to your house and work around Sara's schedule.

That sounds awfully expensive.

It's completely *free.*

We would just need Sara to come to the *Xavier Institute* once or twice a month for training in one of our fully equipped *Safety Rooms.*

Her transportation by private limousine will also be at our expense.

Forget it!

I don't want your *charity* and you're not going to brainwash me into becoming another little *Uncle Charlie.*

You *X-idiots* think you know everything.

You're WRONG!

There's a *war* coming between mutant and man.

I already know which side I'm joining.

W-what are you talking about, Sara?

Who's been filling your head with such nonsense?

Ryker's Island Prison...

Edgar, my love...

Please turn around, Edgar...

You know you want to.

There's no need to play hard to get.

We are destined to be together.

Just open my cell and we can--

KWAAA-

SKRAAM!

Looks like you missed your chance, Edgar.

Better luck next time.

W-what the--?!

Stop!

You don't want to do this, Élan!

It's much better this way, Edgar.

Our relationship was going nowhere.

I suggest you *hit the floor!*

This assault vehicle has been programmed to cover my escape.

BUDDA BUDDA BUDDA

Poor Edgar!

Always hesitating instead of acting.

Oh, well... at least it's a lovely evening for a swim!

A few hours later...

Thanks for meeting me after school.

You're doing me the favor.

Besides, it isn't like I have a social life anymore.

I take it things did not go well with Sara.

You have a gift for understatement.

Someone has convinced her that mankind is about to launch a war against mutants.

Isn't that what groups like *Humanity First* are all about?

Humanity First is a joke.

They have a couple of small chapters in the Northeast.

Their leader--*Dr. Eve Manning*--bought an honorary doctorate for fifty bucks on the internet.

No one takes her seriously.

Almost no one.

I know a couple of high school boneheads.

Yeah, I guess she does have some *followers* and--

Hey! This is very odd...

No problem.

I can still sense her.

You don't understand.

These things *never* malfunction.

My *Mini-Cerebro* must be malfunctioning.

It tracked her to the front door of that building and then lost her.

Something or someone must be--

"--*shielding* Sara from us!"

Hi, guys! I got here as soon as I could.

We hope you weren't followed this time.

We take security very seriously.

I have already scanned Sara, ***Impact.***

She took the appropriate precautions, but I will expand my probe to the surrounding neighborhood.

Our enemies are very devious.

We have a big surprise for you, Sara.

You're finally going to meet our beloved leader.

You--?!

I've read about you in magazines and on the internet.

Then you know that I have committed my life to protecting young mutants like you.

Master! I sense intruders...

Yes, Headcase...I was already aware of them.

Pay attention, Sara! You are about to see what happens to those who *displease* me...

D-do you feel something?

Like a change in air pressure?

Yeah and I felt it before.

We've been *made.*

We need to-- *OH, NO!*

What is it with ***mutants*** and ***rooftop venting?!***

Are you implying that all mutants are *alike*?

For *shame*, Spider-Girl!

How would you feel if I made the same generalization about everyone with a spider-themed name?

Are you accusing *me* of being a bigot?!

I could point out that you're also employing that *"floating"* thing--

--but then I'd have to apologize to *Push* for equating *her* with a poseur like *you!*

P-poseur?!

Uhhhhh...

You do realize that's *Magneta, the mistress of magnetism.*

What do you suggest we do with the prisoners, Sara?

L-let them go?

Wrong answer!

Okay, Spider-Girl deserves whatever she gets, but the other girl's with the X-People--

--and they're certainly not anti-mutant.

You don't get it, Hingle...

...this isn't about mutants.

It's about POWER!

Magneta wants it--

THWIPP!

SPLAT!

--and doesn't care who she exploits to get it.

How DARE you--!

Move, Push! Time for Plan B.

Plan B--?!

Yeah, as in... RUN!

Float like a butterfly--

--and call in the X-People!

I'll try to distract Magneta and her zoo crew.

I hope you don't seriously believe you're any match for me and my Sisterhood of Mutants?

W-Whaaa--?!

I...I *slid* off that wall.

But that's never happened before.

Chalk it up to *iron-rich blood.*

I hope you *reallllllllly* like convertibles--

--because this is your LAST ride.

=UGNNNN=

W-what if that car crashes into a crowd?

A few more humans may die.

Watch your tongue, little girl.

I am not very *forgiving.*

No! You're a ***monster...*** just like the newspapers said.

Nothing to be concerned about.

Are you INSANE?

Should I go after her?

Let her run! She can never truly escape us.

This is not good.

Seriously not good.

Got to find a way to slow my momentum.

THWIPP!

THWIPP!

I am so glad I start each day with fresh web cartridges.

This would be a heck of a time to--*only* ***good*** *thoughts!*

Only GOOD thoughts!

SNAP!

SPWAK!

SKNAPPP!

RUN, you morons!

This is no time to be *looky-loos!*

Oh, gosh! This is reallllllllllly gonna--

--hurt?!

Push--?!

H-hang in there, girl.

I...I'll get you down.

Nice and easy.

You are so SPECTACULAR!

Talk about a girl gone wild.

VIDEOS

G-guess I just needed the right--

--motivation.

Easy! Just take it easy.

How'd you catch up to me, anyway?

Spotted you from the sky.

Floating does have its advantages.

I'll say.

Magneta seems to have vanished.

But I'm much more concerned about Sara...

"The poor kid must be in a state of absolute panic.

"Bad enough those thugs from ***Humanity First*** tried to hurt her--

"--she just discovered her new friends answer to a well-known ***super-villain.***

"Everyone is trying to use her to further their own agendas--

"--and she doesn't know who she can trust, anymore."

"How could things possibly get any *worse?*"

Trust me, Rene--you have no idea what a luxury it is to enjoy a lengthy bubble bath again.

I hope you also arranged for a facial, a manicure, a pedicure and a complete body wrap.

Yes, yes, Élan...you will soon be pampered to your heart's content.

You have suffered much during your months of incarceration and *the Sacred Order of the Goblin* is in your debt.

Can we please proceed now?

As you wish, Rene.

It will take me a few minutes--

--to input the coded number sequence I've been practicing since I was a child.

"Norman Osborn was a true genius...

"He planned for this moment nearly sixteen years ago.

"It is a great privilege to know that we have helped contribute to *Project: Changeling*--

"--*And the final revenge of the GREEN GOBLIN!*"

#23

THERE JUDGE HA

DID SOMEONE SAY CLONES?

Only a couple hours have passed since *Push* and I battled *Magneta*, and the *X-People* are already on the scene...

No sign of *Magneta* or her new *Sisterhood of Mutants*, *Jubilee*.

I'm not surprised, *Eagle*. They had to assume *Push* would call us.

Any trace of them on your portable-Cerebro, *Spanner*?

Afraid not, Jubes. Magneta's residual magnetic field is playing the usual havoc with our equipment.

Simian! Torque! Scour the place for anything that will tell us their plans.

Uhhh... guys?

Shouldn't you leave that to the police?

Magneta may have used this place for a hideout, but...

...we don't have a search warrant or any legal right to be here.

The *X-People* immediately freeze in place and the tension ratchets up a few dozen degrees.

That's me--*winning friends wherever I go!*

My name is *May "Mayday" Parker* and I am the daughter of *Spider-Man*.

We're not here to gather evidence or build a case against Magneta, Spider-Girl.

We just want to stop her from endangering lives.

Yeah, I got that part. But this is still a *crime scene* and--

=Ahem=

Hate to interrupt this fascinating debate, but look what I found.

Humanity First--?

Swell!

A bunch of anti-mutant rabble rousers--*just the kind of people* ***Magneta*** *eats for breakfast!*

We'd better keep an eye on them.

What's the story with that young mutant you were sent to interview, ***Psyche?***

Her name's ***Sara Hingle*** and I'm pretty sure she's already been invited to join the ***Sisterhood.***

I can watch Sara.

No need to trouble yourself, Webs. My people can handle it.

Y-you don't want my help?

Let's just say we mutants prefer to take care of our own.

I...I know I'm only a trainee, but I can vouch for Spider-Girl.

We wouldn't even know about Sara if she hadn't called me.

She and her parents refused our help.

Repeatedly.

Actually, we first contacted the Hingle girl when her mutant powers began to manifest a few months ago.

Terrific!

Jubilee thinks she can cut me out of my own case.

I love you...

...you're daddy's little guy.

I promise to take good care of you, Benny boy.

I'll protect you from all the monsters in the night.

No one will ever harm you--

--or kidnap you--

--or hold you hostage.

You'll never have to suffer like your sister did.

I...

...I even thought she was *dead* until *Kaine* rescued her.

Or so he *said*.

What's the big mystery?

I...I'm not sure I follow, *Brenda.*

You know *exactly* what I'm talking about, *Normie Osborn.*

You've been stressed out ever since we returned from our honeymoon--

--and you keep disappearing into your basement laboratory.

Why?

What's going on?

If you're concerned about that *Goblin Queen's* recent jailbreak, I could always call *Kaine* and my old--

No!

Absolutely not.

When we got married, we agreed that you were *done* being a costumed adventurer.

I doubt *Fury* will bother us. She's probably headed back to Europe by now.

"As for my laboratory...

SUB LEVEL 7

"I'm working on a personal project with *Peter Parker.*

"Nothing to be concerned about.

"Just an old *family thing."*

SUB LEVEL 8

And the *hits* just keep on coming!

As if I didn't have enough problems, I wake up this morning to the news that the *Goblin Queen* broke out of prison yesterday.

Just what I need-- *another psycho who wants me dead!*

UNCLEAN THOTS

Something tells me I'd better pack some spare web-fluid cartridges.

I'll look for *Fury* in my spare time--

--if I get *some*.

In the mean-time, I don't care what *Jubilee* and the *X-People* want...

Sara Hingle is still *my* friend.

So I'm going to watch her back on the way to school.

My, my-- *aren't you the early bird!*

What can I say? Got a packed day.

Any chance you can wait around for a half hour or so?

Give us a chance to talk on the way to school.

Wish I could, but I have things to do.

Anything in particular on your mind?

I...I'm just a little concerned about your father.

Have you noticed anything *different* about him?

Like finding fault with everything I say--

--when he's *not* deliberately trying to avoid me?!?

Uhhhh...

No.

Nope, not really. Why?

Must be my imagination.

Forget I said anything.

So it's not just me.

Mom's noticed, too.

I just assumed he was cheesed at me, but maybe something else is stressing him and--*whoa!*

Looks like the *X-People* already have *Sara* covered.

Got to give 'em credit.

No one else seems to have noticed.

But, if my ever-vigilant *spider-sense* can spot them--

--I'm guessing so can *Magneta*--

--which can only help guarantee Sara's safety.

You got a minute, Mayday?

MIDTOWN HIGH SCHOOL

Well, if it's so you can keep ranting about Spider-Girl-- *no.*

You didn't see what she did to Sara the other day.

Moose!

Okay, okay, I feel kind of guilty about getting Sara involved with the web-head.

Kind of--?!

bebe

All right-- totally my fault, and I'm trying to figure out how to apologize to Sara.

Try starting with, *"I can be a real jerk at times..."*

We can continue this later, Moose. I've...got to speak with Gene.

I heard how you dissed Thompson the other night.

Good for you!

bebe

The guy can be a total tool.

I'm surprised you guys aren't better friends.

Hey, handsome-- *nice jacket!*

Yeah, it *used* to belong to my girlfriend.

Look, Gene, I can be a real jerk at times and--

Let's not do this *here*, Parker.

My friends have been busting on me all morning and I hate to interrupt their joke parade.

Why don't we talk *after* football practice this afternoon?

You *are* going to attend today-- *aren't you?!*

S-sure... *of course!*

See you there...and don't be *late.*

Moose is right-- Gene can be a *total butthead!*

sigh

But he's *my* butthead.

At least he *was.*

Hey, Parker...

Please don't say anything, Wes.

We both know how this goes.

You say something sweet and supportive.

I smile.

Warm thoughts all around.

Truth is, I made a *mistake.*

I never should have gotten involved in your fight with Gene--

--and I'm *not* in the mood for our usual merry-go-round.

I'm sick to my stomach!

H

KEEP OUT

I can't believe you have to share your school with dangerous freaks.

We tried to open a chapter of *Humanity First,* Dr. Manning--

--but *Davida Kirby* told the student council we were a hate group.

A HATE group--?!

We LOVE humanity.

Our only goal is to protect *mankind* and guarantee its *future.*

People like this *Kirby* person endanger us all.

They are traitors who are siding with the *freaks* and *mutants* against their own kind.

Humanity must always come FIRST!

Back at school...

You're still moaning over Thompson?

Please, Davida--*not another diatribe!*

Fine!

bebe

This isn't about *him,* anyway.

It's *you,* May.

I'm not sure *why,* but you keep going through these "*phases*".

Basketball, the student council election and now a trophy boyfriend.

It's almost like you're trying to prove you're a normal teenager or something.

None of us are normal, May.

We're all *freaks* and *outsiders* sometimes.

When did you get so insightful?

A real woman does not live by *shopping* alone.

Although *Fingeroth's* is having a store-wide shoe sale.

You finally going to spring for those red leather boots?

They look mighty fine.

LIBRARY

So you think *Thompson* and *Parker* are finally over?

This time for *sure*, Lindsay.

I know that look, Simone. You're up to something.

NOTICE

LEARNING SUPPORT

What is it? *Tell me! Tell me!*

Okay, but just between us...

In a moment of--let's say *"weakness"*--Gene told me a secret.

He sabotaged Parker's run for the student council.

Y-you mean he's the one who kept writing *"Loser"* on her campaign posters?

What a *jerk!*

He claimed he did it so that she'd spend more time with him.

I can't believe you actually like this guy.

Hey, let him treat Parker like dirt as long as I get respect.

So what happens now?

If they do get back together, I'll leak my info--

--and humiliate them ***both!***

As lunch approaches, I debate between listening to Davida--

--taking another run at Gene--

--checking on Sara--

--hunting down Fury--

ZZZEEE

--or answering my cell.

Hello, Spider-Girl... remember me?

Unfortunately...

bebe

It's good to have friends.

I have a riddle for you...

What does a respectable man like **Peter Parker** want with a misanthrope like **Kaine?**

W-what are you talking about?

He called earlier and asked me to arrange a meet.

Where?

When?

Darkdevil supplies the necessary details, agreeing to rendezvous on the way.

I immediately head to the roof--

bebe

--change into my action clothes--

--and web away!

Could this meeting be related to Dad's bad mood?

Or is he initiating his own hunt for the *Goblin Queen?*

I love when a plan comes together.

Norman Osborn, the founder of our sacred *Order of Goblins*, conceived *Project: Changeling* before his death.

I am well aware of its history, *Fury*.

But was never told its goal.

Neither was I, Rene...

"...I just assume it will somehow reunite me--

OSBO

"--with Norman's *grandson*.

"Poor little *Normie*...

"...he actually believes his *Goblin* days are over.

"Silly, silly boy!

"That's not his decision to make!"

Kaine! I didn't think you'd have the guts to face me.

What do you want, Parker?

Make it fast.

I'm a busy man.

Did you *know?*

Know what?

When you brought her back to us...

Did you *know?*

Is something wrong with May?

You tell me.

Are you drunk or something?

Tell me the truth, Kaine--*did you know?*

Call me when you regain your sanity, Parker.

I've had enough of this nonsense.

You're not going anywhere.

Oh, no?

Are you going to stop me?

You think I can't?

You're WRONG!

I probably owed you a free shot, Pete.

But only *one.*

Now go home to your perfect home, your pretty wife and your two beautiful children.

Shut up!

I don't know why you're acting so crazy, Pete.

Get a hold of yourself!

What would *May* say if she learned you were getting all vengeful on me?

Which *May--?!*

I certainly wasn't referring to your Aunt.

Is this all a big JOKE to you?

Will you please stop *hitting* me?

I'm trying to be *patient*, Pete--

--but I'm no *saint*.

Tell me the *truth*, Kaine!

Tell me all about *babies switched at birth*--

--clones--

--stasis chambers--

--and *Norman Osborn's Project: Changeling!*

Osborn?!

The *grandfather* or the *kid*?

Don't play dumb, Kaine!

You must have been aware of the *switch* since the beginning.

Mary Jane and I TRUSTED you--

--and you BETRAYED us!

That's *enough* for now.

D-Darkdevil--?!?

I should have known you'd take *his* side.

No one's taking anybody's side.

Not until we learn what started this fight.

Ask him!

I'm just the punching bag!

Let me GO!

I'll *make* him tell me the truth.

I won't let you destroy my family.

Who is *real?*

Tell me!

TELL ME!

Stay *back,* Darkdevil!

You can't sneak up on--

HRK

--me!

Hooooooo-Boy!

Ma--
Spider-Girl--
I could have killed you.

N-no harm done--

Mind telling me what's going on?

No.

Not in front of them.

W-we'll talk later.

Kaine, if you know anything--

I don't, kid.

I swear I don't.

He mentioned something about a switch and Osborn.

I guess that means I should call good old--

Normie--?

OSBORN CHEMICAL CORP.

You promised to join me for lunch.

I grilled a couple of tuna steaks and they're getting cold.

Are you down here, Sweetheart?

Oh... my...

NORMIE!

Normie isn't answering his cell.

Neither is Dad.

MIDTOWN HIGH SCHOOL

I need to learn why Dad is so obsessed.

What's this *switch* he's worried about?

How does it relate to *clones* and *Normie's grandfather?*

Why did he accuse *Kaine* of putting the family in--

--danger?!

What was that?

One of the *X-People* trying to check on *Sara?*

Talk about jumpy!

I need to chill and have faith--

--that things will eventually calm down.

Y-you can't be serious.

Eve Manning herself called *Kirby* a traitor to the human race.

VERLAST

I know the girl used to be a friend of yours, but it's *crunch time.*

What's it going to be, Brad?

Do you still believe that humanity comes *first?*

Please--!

Please don't put me in this position!

I...I'm not ready.

You are a *mutant,* Sara Hingle.

The time has come for you to choose a side.

You will do as I say--

--or suffer the CONSEQUENCES!

SKRUCH!

Oh, no!

No!

What is it, Sara?

Are you in trouble?

Yeah.

Not that you can help me.

Nobody can!

Don't be so sure!

This isn't about *you,* Parker.

It's *my choice!*

MY DECISION!

I may be able to--

Forget it, Sara! There's no way you're facing *Magneta* and her *Sisterhood* alone!

May!

MAY!

H-have you seen *Moose?*

Why the big panic, Brad?

Marty Dennis and his *Humanity First* friends are planning to ambush *Davida.*

I need to find the big guy-- *fast!*

Terrific! I have to choose between protecting one of my best friends or *Sara.*

STAIRS

Score one for *Jubilee* and the *X-People.*

I'll give them a call and stick with *Sara* until they can--*Oh, no!*

Spider-sense tingling.

Someone's on the roof.

ROOF

I suppose I could change in here--

--but I don't want to leap out in costume if it's just the janitor.

I'll take a quick peek and--

YOU!

You stole MY LIFE!

NOW I'M HERE TO RETURN THE FAVOR!

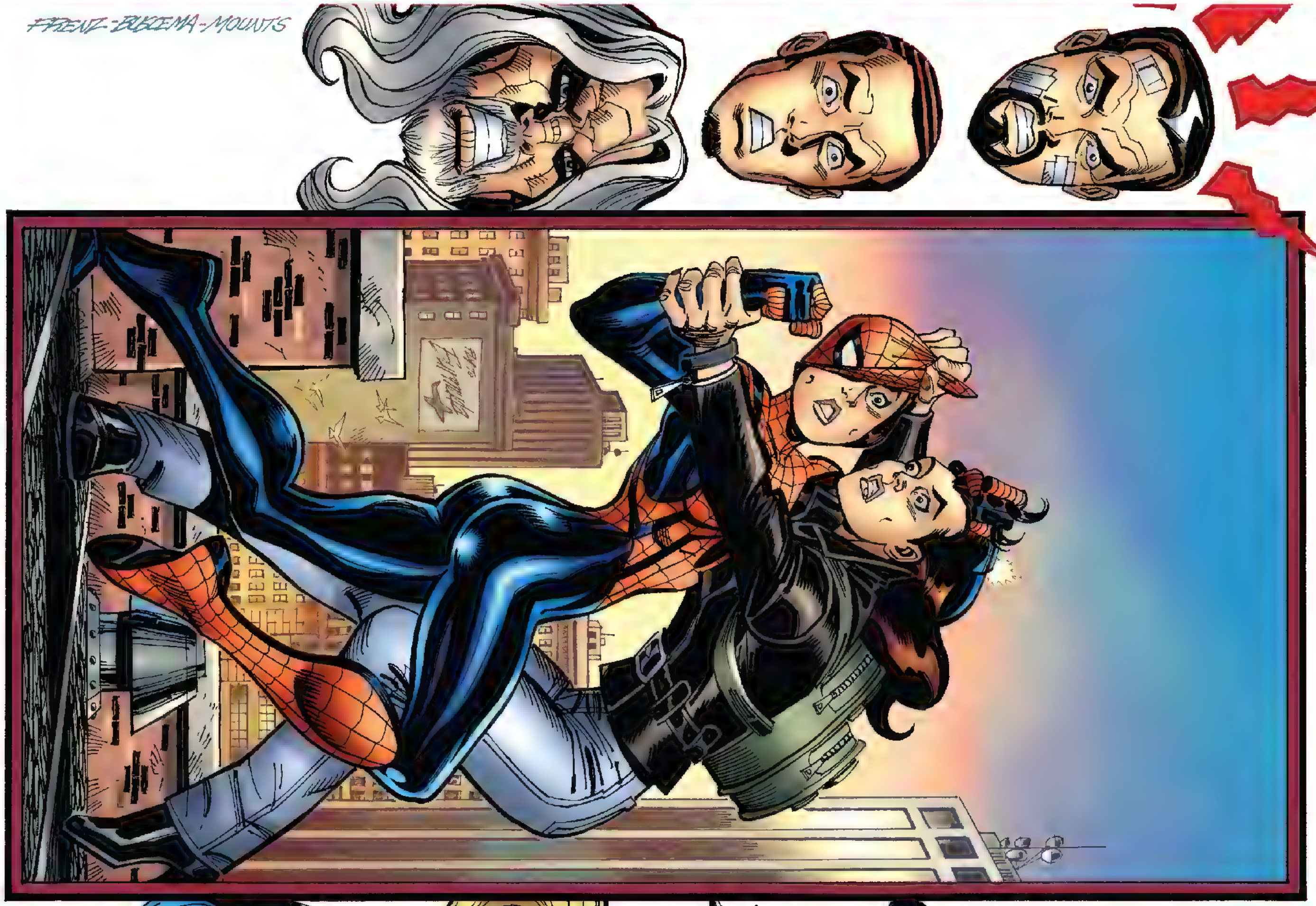
Oh... my...

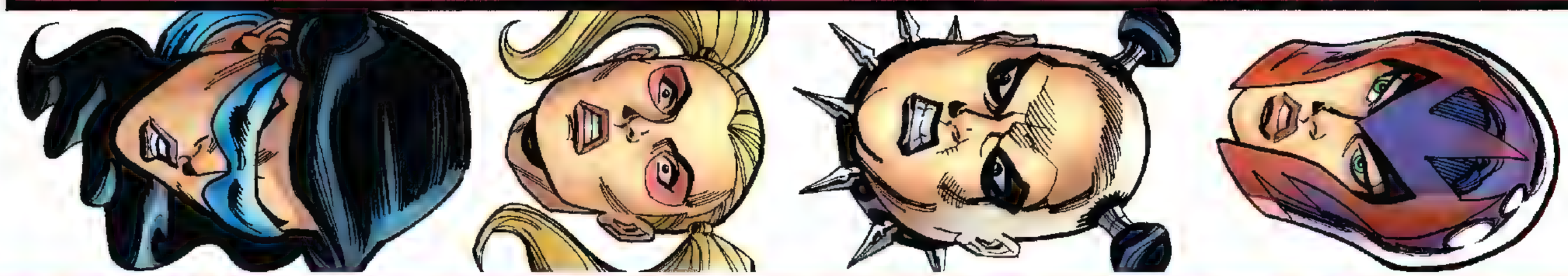
ROOF

bebe

bebe

FRENZ-BUSCEMA-MOUNTS





MY ENEMY MYSELF!

My name is *May "Mayday" Parker* and I am the daughter of *Spider-Man.*

At least that's what I *believe.*

A few hours ago my father was raving about *babies switched at birth--clones--stasis chambers--* and *Norman Osborn's Project: Changeling!*

I had no idea what he was talking about.

W-who are you?

I'm the real *May Parker* and you *stole* my identity.

bebe

bebe

But I'm starting to catch a clue.

A-are you crazy?

Why are you masquerading as me?

What do you hope to accomplish?

I want the life that was *supposed* to be mine.

My parents deserve to know the truth.

Norman Osborn created you in a lab.

You're a MONSTER sent to DESTROY them.

And you're an *idiot* with a hot temper--

--who's about to take a header down the stairwell.

She's *lying.*

SLAMM!

She's gotta be!

But I don't have time for this nonsense.

Davida Kirby and ***Sara Hingle*** are in danger.

They need *Spider-Girl.*

You don't get rid of me that easy--

W-where'd she go?

Who is this impostor?

Why is she pretending to be me?

Huh?!?

Normie--!

OSBORN CHEMICAL

Are you all right, honey?

What happened here?

It looks like someone tore this lab apart.

What is this equipment?

It's all part of a mad plan conceived by my *grandfather.*

Something he called *Project: Changeling.*

D-do you mean your grandfather *Norman--the original Green Goblin?!*

I promise to fill you in on all the details, Brenda.

But I need to make a call--

"--and update *Peter Parker!"*

What?! How could you have allowed the new *May* to escape?

It was an accident, Uncle Pete.

She caught me by surprise and overpowered me. There's no telling how long she was awake or what she might have overheard.

We need to warn the *real* May.

*But we don't know **who** the real May is.*

Maybe not, but the one you *raised* could be in danger.

Peter Parker freezes for an instant, his heart beating rapidly as his mind blazes with memories, and then...

Yes.

You're right.

I'm coming to join you.

I'll call her on the way.

LIVER

ZZZEEE

DELANO'S DELI

It's Dad on the other line.

We certainly need to have a *longggggg* talk, but not now.

?!?

Davida! Where are ya, girl?

Don't you ever read your text messages, Mayday?

I'm on my way out of *Fingeroth's* with my new red leather boots and a pair of alligator sandals that I got at 50% off.

FROTH'S SH

SHOES

What color are the 'gators?

Key lime green.

Although I may go back for the day-glo pink...

You really should have come with.

This sale was not to be believed.

You still there, May?

May?

SHOES

Sorry.

Momentary distraction.

Some hottie catch your eye?

Nah.

Just a couple of jerks.

ILBERT

Rene, I hate the way you're doling out my assignments one at a time.

I am a loyal member of the Order of the Goblin. There's no reason to keep secrets from me.

=sigh=

I've told you everything I know about Project: Changeling...which isn't much.

For its own reasons, the council is being very stingy with information.

If you have a problem, take it up with them.

I certainly will.

As soon as I complete my *current* task.

Dad called twice while I was on with Davida.

I'll get back to him after I check in with the X-People.

Hey, *Push*-- you still got eyes on Sara?

My own, in fact.

Why?

Something's up...

I'm pretty sure *Magneta* gave her some kind of ultimatum.

Really?

Couldn't tell it by me.

She's wandering aimlessly at the moment...

As if she didn't have a care in the world.

Could I have misjudged the situation?

Absolutely not.

Sara was completely freaked by her conversation with *Magneta*.

She's definitely in danger.

I called Dad, but it immediately went to his voice mail.

I'll try again later.

Right now I need to see if my doppelganger is still haunting--

--*Midtown High.*

Yo, Thompson.

I need a word.

You need an entirely new *life*, Westin.

MIDTOWN HIGH SCHOOL

When are you going to stop trying to move in on my girl-friend and--

Stop. Talking.

You need to listen.

Why?

Simone's been blabbing--

--about how you're the one who sabotaged Mayday's campaign for student council.

So what are you going to do--*rat me out?!*

Nope, you're going to be a man and 'fess up.

She deserves the truth--

--and she should hear it from you.

...You're right.

I had you all wrong, Westin.

You're a good guy.

May's lucky to have a friend like you.

Walk with me.

There's something else you should know...

Blast!

May and I keep playing telephone tag.

She must have called while I was trying to reach her.

Is she deliberately avoiding me or--

KZZAK!

Fury, the Goblin Queen!

I'm so pleased you remember me, Mr. Parker.

Although I'm curious how a one-legged man managed to avoid that blast.

What are you doing here?

A-are you working with *Normie Osborn*?

Don't I wish!

Alas, my dear Norman has married another...

I still believe we'll eventually be together--

--after I help him bury his wife!

You sick, psychotic--

Save the *flattery*, Parker!

I already told you I'm waiting for Normie.

Now I have a few questions for *you:*

What's your connection to *Project: Changeling?*

Why did the *Council of Goblins* send me to capture you?

My, my, you're quite feisty for an *old man.*

How do you figure in the final revenge of the original *Green Goblin?*

Who are you *really,* Parker?

No sign of my double.

Don't know if that's the good news or the bad.

Tried Dad again.

He isn't answering.

He's avoiding me, I just *know* it.

This is *soooooo* crazy.

How am I supposed to track myself down?

It's not like I can ask anyone if they've seen *me* today.

Maybe I should call *Kaine*.

Dad seemed to think he had some answers.

But I don't even know the questions...

Hey, Wes--*got a minute?*

Ohmigosh!

W-what happened?!

Stuck my nose where it didn't belong.

The eye was a bonus.

GENE THOMPSON!

May--*wait!*

You don't understand--

Wanna BET?

Meanwhile...

So this is where *Humanity First* plans its war against innocent mutants.

Magneta told me that I had to choose a side--

--SO I'M CHOOSING!

KEEP OUT

POLICE LINE DO NOT CROSS

CLOSED

BAD

What the--?!

W-we're under attack!

Everyone out the back way!

I have a message for you, *Dr. Manning.*

EVOLUTION already cast its vote.

YOU LOST!

Oh, no!

NO!

Looks like the web-head was right.

Magneta pushed *Sara* over the edge.

Time to call in the cavalry...

"*Jubliee* told me to alert the *X-People* at the first sign of trouble--

"--and *Spider-Girl* also deserves a heads-up."

THOMPSON!

Oh, great! Here we go...

bebe

ZZZEEE

You're going to have to wait, May. I'm in the middle of practice.

No! You're not putting me off, Gene.

I know what you *did.*

I don't care *what* that weasel Westin told you.

I did it for us, May.

I just wanted to spend more time with you.

bebe

ZZZEEE

You got so wrapped up in running for student council that you forgot us.

All your time was devoted to the election.

I just wanted things to go back to the way they *were.*

Simone told me you were going to lose, anyway.

She said a lot of students still resented you for quitting basketball in the middle of the season.

I never meant to hurt you when I scribbled *"Quitter"* on that first poster.

Every time you found another spoiled poster, you turned to me for support.

It was the only way I could get your attention.

You can't blame me for wanting to be with you.

ZZZEEE

Y-you're the one who *sabotaged* my campaign?

Y-you're the one who *sabotaged* my campaign!

Are you freaking KIDDING me?!

Gene Thompson, you are one selfish, insensitive, manipulative, egocentric, insecure little SICK-O!

C-calm down, May. You're embarrassing yourself.

Oh, I'm *embarrassed* all right--

--embarrassed I ever mistook you for a *human being!*

bebe

You are a complete WASTE of my time!

GET

HELP!

I'm not going to cry.

Davida! Courtney! Everyone warned me he was a loser.

Why didn't I listen?

I'm not going to cry.

H-he seemed so sweet, so caring.

I'm not going to cry.

I thought he really loved me.

What's WRONG with me?

bebe

ZZZEEE

W-whoever you are...

This *isn't* a good time.

Tell me about it!

Sara's gone ***ballistic,*** Spider-Girl.

We could use a hand...

Okay, I...I'm on my way.

Where are you?

GATE D

Talk about bad timing.

I just want to cuddle up in a dark corner and feel sorry for myself.

But ***Sara Hingle*** is my friend.

She's in serious trouble--

--and I can't let my *personal life* interfere with my *responsibilities.*

Not so fast, faker!

bebe

I can't get past her energy bands, *Spanner.*

Neither can I, *'Eagle.* She's generating them faster than either of us can react.

I knew it was only a matter of time before the mutant underground tried to silence me!

Mutants are also risking their lives to protect you, Dr. Manning--

--but I guess that doesn't fit your political agenda.

Only a few blocks more.

I can already hear the sounds of battle and--

Oh, no!

You have no *right* to wear this costume.

It should have been passed down to *me!*

Huh?!?

A-are you insane?

You think I don't know my father?

I am *May Parker*--

--the true daughter of *SPIDER-MAN!*

No!

NO!

You're not *real.*

You couldn't possibly *be.*

You have to be some kind of *psychic nightmare* created by ***Misery*** or ***Mindworm.***

Keep lying to yourself.

It'll just make my job ***easier.***

Jubilee, are you okay? You took one heck of a shot.

M-may have broken a couple of ribs.

N-need a minute to catch my breath.

I...I know I'm only a trainee...and am supposed to stay on the sidelines...

...but ***Torque*** and ***Simian*** will be crushed--

--unless I ***act!***

Nicely played, girl.

You sure you want to trade ***heroing*** for ***doctoring?***

I've never been held by my mother or looked into my father's eyes!

You enjoyed the childhood that should have been mine!

W-where did you come from?

Osborn kidnapped me as a child and his goons held on to me after he died!

I'm finally *free*--

--*and I want what's MINE!*

You're *crazy*, lady.

I don't know how you learned about my kidnapping.

Kaine rescued me!

He made a mistake.

You're some kind of... clone!

Killing me won't change the TRUTH!

You're being manipulated, girl.

Outbursts like this only help hate groups like *Humanity First.*

You and the *X-People* have it wrong.

Mutants and ***humans*** cannot live together.

There can only be *one dominant species.*

It ain't THEM!

You! You're the one who came to my house and tried to recruit me into Xavier's school.

Get out of my way! I don't want to hurt you.

Let me help you, Sara.

I don't use that name anymore.

Call me NUCLEUS!

ARANA--!

What is it?

Our eyes on the street have observed *Spider-Girl* battling a civilian teenager a few blocks away from a major disturbance involving the *X-People*.

Spider-Girl is an essential component in my plan to bring down the *Black Tarantula*.

No harm must befall her.

Prepare an extraction team.

So be it, mistress.

Let-- me--*outta here!*

You pointed out a very significant *difference* between us, lady.

Killing you was *never* an option.

Not to the real daughter of *Peter* and *Mary Jane Parker*.

Don't believe HER, Sara!

Magneta is a *liar*.

There doesn't have to be a *war* between mankind and mutants.

There's room for *both*.

No!

NO!

There can only be ONE!

Stop trying to CONFUSE me.

I take it things aren't going well.

W-where have you been, Spider-Girl?

Trust me-- *you don't want to know!*

Get your people to safety!

B-but--!

Do it! We're running out of time, Push.

Sara's about to go *critical*.

I can SENSE it!

I'm only going to get one chance to stop her.

Here's hoping my spider-sense and reflexes can--

ARRRGH!

How did you...? only one person has ever gotten through my force--

MAY--?!?

Is that you?

Sara, I'm sorry I wasn't there when you needed me.

I got caught up in my own drama.

It doesn't matter.

I know who I am now.

You may know *what* you ***are***, but you still get to choose *who* you ***will be***.

You can use your abilities to ***build*** or ***destroy***.

You can ***protect*** or ***harm***.

We don't get to choose how we're *born*, but we can decide how we want to *live*.

I-it's too late.

I've already caused too much destruction.

It's never too late, Sara.

We all make *mistakes*.

After all, we're only *human*.

I...

...I'm sorry.

I'm so very sorry.

What a GYP!

Looks like Spider-Girl somehow managed to talk the little freak down.

That won't do.

Spider-Girl, I--

=URRRK=

W-what is it, Sara?

I suddenly feel like I'm going to--

Much better.

Nearly an hour later...

Authorities do not believe a **nuclear device** was employed in the bombing--

--that occurred this afternoon in the Midtown section of Forest Hills, Queens.

The **Avengers** have already been dispatched to aid rescue efforts.

7 NEWS BREAK

The bombing appears to have been the work of a single mutant terrorist sought by the **X-People.**

Numerous eyewitnesses also report that **Spider-Girl** was on the scene--

--and may have been caught in the blast.

Oh, God--!

Not my daughter!

KNOCK! KNOCK!

W-who *is* it?

Who's *there?*

S-sorry, Mom.

Couldn't find my keys.

MAY--!

Thank goodness you're *safe.*

bebe

Y-yeah...

I...I wasn't sure I'd make it.

B-but I'm finally home where I belong.

I just wish your father would call--

"--but I assume he's helping out at the rescue site."

Yo! Captain wants us to move over to *grid 12.*

Fine by me.

Doubt *anyone* could have survived this close to the blast, anyway.

NOT THE END...

MEET MAY "MAYDAY" PARKER, THE DAUGHTER OF SPIDER-MAN!

At last, the battle you never thought you'd see: Spider-Girl versus Araña! 'Nuff said! Then, Mayday Parker decides to make some startling changes when her mysterious stalker is finally revealed and Moose launches his first attack against Spider-Girl. Plus: Peter Parker learns that his real daughter may have been switched at birth by the original Green Goblin, and that he's been raising an imposter! Nancy Lu returns! Fury, the Goblin Queen strikes! And Spider-Girl finally confronts the "real" May for one of the most explosive, shock endings of all!

Collecting *Amazing Spider-Girl #19-24*, by the *Spider-Girl* team of writer Tom DeFalco and artist Ron Frenz.

A

MARVEL

SPIDER-MAN/MOUNTS

ZONE